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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:	§	
	§	
2999TC ACQUISITIONS, LLC,	§	CASE NO. 21-31954-hdh
	§	
Debtor.	§	Chapter 11

PROFFER OF TIM BARTON
IN SUPPORT OF DEBTOR'S THIRD AMENDED PLAN

COMES NOW Tim Barton, the president of the Debtor in the above-captioned bankruptcy case, and files this his Proffer as follows:

1. "My name is Tim Barton. I am the president of the Debtor. I am over eighteen (18) years of age. I am fully competent to make this Proffer. I have personal knowledge of the facts stated herein and they are all true and correct.
2. I am familiar with the Third Amended Plan of Reorganization (the "Plan").
3. The Plan complies with the applicable provisions of the Bankruptcy Code. The Plan separately classifies creditors into separate classes and treats such creditors within such class the same. The classes are based on the characteristics of such claims (either secured, unsecured or priority as is appropriate).
4. I am the president of the Debtor, the Plan proponent, and I have complied with the applicable provisions of Title 11 by attending all required meetings and hearings, paying quarterly fees to the Office of the United States Trustee and filing monthly operating reports with the Office of the United States Trustee. To the extent that I have been required to make any creditor payments during this case such payments have been made. I have obtained court approval for professionals and will also for their payments.
5. The Plan has been proposed in good faith and not by any means forbidden by law. The Plan affords the creditors the treatment required by the Bankruptcy Code.

6. Any payments for services or for costs and expenses in connection with the case, or in connection with the Plan and incident to the case, have been approved by, or are subject to the approval of, this Court as reasonable. This provision requires professionals to be paid by Court order.

7. I have disclosed the identity and affiliation of any individual proposed to serve, after confirmation of the Plan, as an affiliate or successor of the Debtor, the continuation in such employment is in the best interest of the creditors and public policy, and the nature of any compensation for such insider.

8. With respect to each Class of Impaired Claims or Interests, each holder of a Claim included in such Class (i) has accepted the Plan, or (ii) will receive or retain on account of such Claim property of value, as of the Effective Date of the Plan, that is not less than the amount such holder would receive or retain if the Debtor were liquidated under Chapter 7 of Title 11 on such date. The Plan provides the creditors with the maximum return that can be paid by the Debtor at this time. Since all the Debtor's assets are covered with liens in a liquidation the unsecured creditors would likely receive nothing.

9. Impaired classes have voted to accept the Plan.

10. The Plan provisions include the following:

- i. Holders of Allowed Administrative Claims will be paid in full.
- ii. Holders of Allowed Priority Claims will be paid in full.
- iii. Holders of Allowed Priority Wage Claims, if any, will be paid in full.

11. At least one Class of Impaired Claims has voted to accept the Plan, determined without the acceptance of any insider.

12. The Plan is feasible. Confirmation of the Plan is not likely to be followed by the liquidation of, or need for further financial reorganization of, the Debtor. The plan does contemplate that the Debtor's property and rights in property will be conveyed following confirmation to a new entity that will obtain the required financing to payoff HNGH. Either such new financing or the Debtor's existing ownership will payoff any remaining creditors in the case as called for by the Plan, including Allowed Unsecured Claims, Allowed Administrative Claims and fees of the United States Trustee.

13. The Plan is fair and equitable and non-discriminatory to all impaired claimants in this case. In a liquidation the unsecured creditors would receive nothing since there are liens on all the Debtor's property that exceed the value of the Debtor's interest in such property.

14. All fees payable to the United States Trustee have been paid or will be paid until the case is closed. The Debtor will also file quarterly reports until the case is closed.

15. As the Debtor, I request that the Plan be approved by the Court.

16. I declare that the foregoing is made and sworn under the penalty of perjury.

Dated: May 10, 2022



Tim Barton